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LANCASTER COUNTY
CLERK

BEFORE THE BOARD OF SUPERVISORS
OF THE COUNTY OF LANCASTER, NEBRASKA

A RESOLUTION AUTHORIZING THE)
AMENDMENT OF THE LEASE AGREEMENT)
EXECUTED IN CONNECTION WITH THE)
\$1,765,000 INDUSTRIAL DEVELOPMENT)
PROMISSORY REVENUE NOTE, SERIES 2010)
(COMMUNITY ACTION PARTNERSHIP OF)
LANCASTER AND SAUNDERS COUNTIES)
PROJECT), OF THE COUNTY OF)
LANCASTER, NEBRASKA)

RESOLUTION NO. R - 14 - 0022

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE COUNTY OF
LANCASTER, NEBRASKA:

Section 1. The Board of Commissioners (the **"Board"**) of The County of Lancaster, Nebraska (the **"County"**) hereby finds and determines as follows:

(a) The County is a county and political subdivision created and existing under the laws of the State of Nebraska (the **"State"**), including, without limitation, Section 22-155, Reissue Revised Statutes of Nebraska, as amended;

(b) The County, in furtherance of the purposes, and pursuant to the provisions of Article XIII, Section 2 of the Nebraska Constitution and Sections 13-1101 to 13-1110, inclusive, Reissue Revised Statutes of Nebraska, as amended (the **"Act"**) and Resolution No. R-10-0096, passed by the Board on November 23, 2010, has issued its \$1,765,000 Industrial Development Promissory Revenue Note, Series 2010 (Community Action Partnership of Lancaster and Saunders Counties Project) (the **"2010 Note"**) to refinance the County's \$2,500,000 principal amount Industrial Development Revenue Bond, Series 1999 (Lincoln Action Program, Inc. Project), dated April 13, 1999, pursuant to a Lease Agreement, dated December 28, 2010, (the **"2010 Lease Agreement"**) among the County, the Corporation and U.S. Bank National Association (the **"Lender"**), the purchaser of the Note, all relating to certain real estate, improvements and equipment located in the County which have been leased pursuant to the 2010 Lease Agreement to the Community Action Partnership of Lancaster and Saunders Counties, as successor to Lincoln Action Program, Inc. (the **"Corporation"**), a Nebraska nonprofit corporation, for the rental and upon the terms and conditions set forth therein; and

(c) The County, the Corporation and the Lender have determined that it is necessary, desirable, advisable and in the best interest of the Corporation to amend certain terms of the 2010 Lease Agreement pursuant to a First Amendment to Lease Agreement among the County, the Corporation and the Lender (the **"First Amendment"**), which has been prepared in connection with such amendment of certain terms of the 2010 Lease Agreement.

(d) The 2010 Note remains a special limited revenue obligation of the County payable solely out of the basic rental payments of the Corporation under the 2010 Lease Agreement and other amounts pledged pursuant to the 2010 Lease Agreement, and shall not be a general liability of the County or a charge against its general credit or taxing powers.

(e) The 2010 Note will not and shall never constitute a debt, liability or general obligation of the State of Nebraska, or any political subdivision, agency or instrumentality thereof, nor will the faith and credit or the taxing power of the State of Nebraska be pledged to the payment of the principal of or interest

on the Note. Under no circumstance will any tax revenues ever be used to pay any portion of the debt service on the 2010 Note.

Section 2. Authorization of the First Amendment. The First Amendment is hereby approved in substantially the form presented to the County and attached to this Resolution (copies of which documents shall be filed in the records of the County), and the County is hereby authorized to execute and deliver the First Amendment with such changes therein as shall be approved by the Chair or the Vice Chair and the County Attorney, such officers' signatures thereon being conclusive evidence of their approval and the County's approval thereof.

Section 3. Execution of First Amendment. The Chair or the Vice Chair is hereby authorized and directed to execute and deliver the First Amendment for and on behalf of and as the act and deed of the County. The Clerk or any Deputy Clerk is hereby authorized and directed to attest to the First Amendment and to such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 4. Further Authority. The County shall, and the officers, agents and employees of the County are hereby authorized and directed to, take such further action, and to approve and execute such other documents, certificates and instruments, including, without limitation, any security documents, financing statements, note endorsements, arbitrage certificates, closing certificates or tax forms as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the County with respect to the 2010 Note and the First Amendment.

Section 5. Severability. If any one or more provisions of this Resolution should be determined by a court of competent jurisdiction to be contrary to law, then such provisions shall be deemed severable from the remaining provisions hereof and the invalidity thereof shall in no way affect the validity of the other provisions of this Resolution.

If any provisions of this Resolution shall be held or deemed to be or shall, in fact, be inoperative or unenforceable or invalid in any particular case in any jurisdiction or jurisdictions, or in all cases because it conflicts with any constitution or statute or rule or public policy, or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable or invalid in any other case or circumstance, or of rendering any other provision or provisions herein contained inoperative or unenforceable or invalid to any extent whatever.

Section 6. Section Headings. The headings or titles of the several sections hereof shall be solely for convenience of reference and shall not affect the meaning or construction, interpretation or effect of this Resolution.

Section 7. Repeal of Conflicting Resolutions. All prior Resolutions of the County or any parts thereof in conflict with any or all of this Resolution are hereby repealed to the extent of such conflict.

Section 8. Publication and Effectiveness of This Resolution. This Resolution shall be in full force and effect from and after its passage as provided by law.

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PASSED: April 29, 2014, at Lincoln, Lancaster County, Nebraska.

BY THE BOARD OF COMMISSIONERS OF
THE COUNTY OF LANCASTER, NEBRASKA

Debbie Schorr
Brent Smeyers
Harry Radtke
James Ruppberg
Donna B. Chambers

APPROVED AS TO FORM
this 29 day of April, 2014.

Bryan Bohrens
(Deputy) County Attorney